

LAW OFFICES
McGLINCHEY STAFFORD
A PROFESSIONAL LIMITED LIABILITY COMPANY

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DIRECT DIAL:

March 25, 1998

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RECORDATION NO. 16017-JJJJ, KKKK FILED

MAR 26 '98

1-30PM

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 7-19)

RECORDATION NO. 16017-LLLL, MMMM FILED

MAR 26 '98

1-30PM

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Nineteenth Supplement to Equipment Trust Agreement, a primary document, dated as of March 23, 1998, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, a New York Banking Corporation, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 23, 1998, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 23, 1998, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 23, 1998, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Nineteenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos.

Shaped Records

16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively; and the Sixth Supplement to the Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG, respectfully; and Correction Agreement to Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-HH on March 29, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-II and 16017-JJ, respectfully; the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-LL on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MM and 16017-NN; the Eighth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-PP on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR; and the Ninth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TT on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-UU and 16017-VV; and the Tenth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XX on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-YY and 16017-AAA; the Eleventh Supplement to Equipment Trust Agreement dated as of October 25, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-DDD on October 27, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-EEE and 16017-FFF; the Twelfth Supplement to Equipment Trust Agreement dated as of December 21, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-HHH on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-III and 16017-JJJ; the Thirteenth Supplement to Equipment Trust Agreement dated as of February 16, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-LLL on February 23, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MMM and 16017-NNN; the Fourteenth Supplement to Equipment Trust Agreement dated as of August 27, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-QQQ on September 3, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-RRR and 16017-SSS; and the Fifteenth Supplement to Equipment Trust Agreement dated as of December

5, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TTT on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-UUU and 16017-VVV; and the Sixteenth Supplement to Equipment Trust Agreement dated as of January 21, 1997 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XXX on January 24, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 16017-YYY and 16017-ZZZ; and the Seventeenth Supplement to Equipment Trust Agreement dated as of May 23, 1997 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-BBBB on May 29, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 16017-CCCC and 16017-DDDD; and the Eighteenth Supplement to Equipment Trust Agreement dated as of December 19, 1997 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-FFFF on December 31, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 16017-GGGG and 16017-HHHH.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to various railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay (21W) New York, New York 10286.

The railroad equipment covered by the Nineteenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$96.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Nineteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Nineteenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Nineteenth Supplement to Equipment Trust Agreement, a primary document, dated as of March 23, 1998, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering various railcars, and (ii) Assignment, a primary document, dated March 23, 1998, between the Company (as Assignor), and the Bank, as Trustee, and covering various railcars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 23, 1998, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Nineteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 23, 1998, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

BILL OF SALE

(Series 7-19)

RECORDATION NO. 16017-MMMM FILED

**THE BANK OF NEW YORK,
AS SUCCESSOR TRUSTEE
TO**

MAR 26 '98

1-30PM

TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, a New York Banking Corporation, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of November 4, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated March 23, 1998, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railcars (the "Trust Equipment") covered by the Railroad Car Lease Agreements described on Exhibit A and Exhibit B hereto together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, The Bank of New York, as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 23 day of March, 1998.

**THE BANK OF NEW YORK,
Successor Trustee**

By: 

Vice President

Attest:


Assistant Vice President

STATE OF NEW YORK

§
§
§

COUNTY OF NEW YORK

WALTER N. GITLIN

On this 23 day of March, 1998, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public

My Commission Expires:

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998

EXHIBIT A

1. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
39	5,191 cu. ft. Lo Covered Hopper Cars	ADMX 52002, 52003, 52005, ADMX 52008, 52013-52016 ADMX 52018-52022, 52029 ADMX 52030, 52034, 52035 ADMX 52041-52044 ADMX 52049-52052, 52054 ADMX 52055, 52057, 52058 ADMX 52060, 52062, 52067 ADMX 52068, 52071, 52072 ADMX 52076, 52078-52080

2. Railroad Car Lease Agreement, dated August 11, 1986, between Trinity Industries Leasing Company and Burlington Northern Railroad Co. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	Articulated Double Stack Container Well Car	BN 63900 BN 63902-63909

3. Railroad Car Net Lease Agreement, dated March 22, 1984, between Trinity Industries Leasing Company and C-I-L, Inc. (name changed to ICI Canada, Inc.) covering the following described railroad cars (Riders 1 and 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511714-511733

4. Railroad Car Lease Agreement, dated June 19, 1984, between Trinity Industries Leasing Company and Procter & Gamble Manufacturing Company covering the following described railroad cars (Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	5,125 cu. ft. Lo Covered Hopper Cars	TILX 005016-005023

5. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	6,150 cu. ft. Lo Covered Hopper Cars	TILX 006301-006310

6. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Chemicals and Plastics Company, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	5,851 cu. ft. Lo Covered Hopper Cars	TILX 58020-58021

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
39 Hopper Cars	Lo	5,191 cu. ft.	ADMX 52002, 52003 ADMX 52005, 52008 ADMX 52013-52016 ADMX 52018-52022 ADMX 52029, 52030 ADMX 52034, 52035 ADMX 52041-52044 ADMX 52049-52052 ADMX 52054, 52055 ADMX 52057, 52058 ADMX 52060, 52062 ADMX 52067, 52068 ADMX 52071, 52072 ADMX 52076, 52078-52080	06/96
9 Well Cars	Intermodal	N.A.	BN 63900 BN 63902-63909	02/87
20 Hopper Cars	Lo	4,750 cu. ft.	TILX 511714-511733	03/84
8 Hopper Cars	Lo	5,125 cu. ft.	TILX 005016-005023	06/88
10 Hopper Cars	Lo	6,150 cu. ft.	TILX 006301-006310	06/88
2 Hopper Cars	Lo	5,851 cu. ft.	TILX 58020-58021	12/88